

LSI CORP  
Form 10-Q  
May 10, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the Quarterly Period Ended April 1, 2012

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-10317

**LSI CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of Incorporation)*

**94-2712976**  
*(I.R.S. Employer Identification Number)*

**1621 Barber Lane**

**Milpitas, California 95035**

*(Address of principal executive offices)*

*(Zip code)*

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(408) 433-8000

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company.)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 4, 2012, there were 568,906,497 shares of the registrant's Common Stock, \$.01 par value, outstanding.

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**FORWARD-LOOKING STATEMENTS**

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words estimate, plan, intend, expect, anticipate, believe and similar words are intended to identify forward-looking statements. Although we believe our expectations are based on reasonable assumptions, our actual results could differ materially from those projected in the forward-looking statements. We have described in Part II, Item 1A- Risk Factors a number of factors that could cause our actual results to differ materially from our projections or estimates. Except where otherwise indicated, the statements made in this report are made as of the date we filed this report with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. We expressly disclaim any obligation to update the information in this report, except as may otherwise be required by law.

**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****LSI CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except per share amounts)****(Unaudited)**

|  | <b>April 1,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|--|--------------------------|------------------------------|
| <b>ASSETS</b>  |                          |                              |
| Cash and cash equivalents  | \$ 460,660               | \$ 779,811                   |
| Short-term investments   | 162,414                  | 155,644                      |
| Accounts receivable, less allowances of \$6,197 and \$6,950, respectively  | 302,095                  | 246,539                      |
| Inventories  | 200,850                  | 180,035                      |
| Prepaid expenses and other current assets  | 62,425                   | 60,659                       |
| <b>Total current assets</b>  | <b>1,188,444</b>         | <b>1,422,688</b>             |
| Property and equipment, net  | 235,063                  | 180,589                      |
| Identified intangible assets, net  | 576,133                  | 433,790                      |
| Goodwill   | 255,838                  | 72,377                       |
| Other assets   | 111,638                  | 122,604                      |
| <b>Total assets</b>  | <b>\$ 2,367,116</b>      | <b>\$ 2,232,048</b>          |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                          |                              |
| Accounts payable   | \$ 222,210               | \$ 175,093                   |
| Accrued salaries, wages and benefits   | 101,995                  | 106,948                      |
| Other accrued liabilities  | 146,093                  | 178,830                      |
| <b>Total current liabilities</b>   | <b>470,298</b>           | <b>460,871</b>               |
| Pension and post-retirement benefit obligations  | 584,112                  | 597,183                      |
| Income taxes payable non-current   | 87,664                   | 91,791                       |
| Other non-current liabilities  | 21,763                   | 23,263                       |
| <b>Total liabilities</b>   | <b>1,163,837</b>         | <b>1,173,108</b>             |
| Commitments and contingencies (Note 13)  |                          |                              |
| Stockholders' equity:  |                          |                              |
| Preferred stock, \$.01 par value: 2,000 shares authorized; none outstanding                                      |                          |                              |
| Common stock, \$.01 par value: 1,300,000 shares authorized; 571,071 and 561,767 shares outstanding, respectively | 5,711                    | 5,618                        |
| Additional paid-in capital   | 5,685,705                | 5,623,581                    |
| Accumulated deficit  | (3,961,834)              | (4,037,031)                  |
| Accumulated other comprehensive loss   | (526,303)                | (533,228)                    |
| <b>Total stockholders' equity</b>  | <b>1,203,279</b>         | <b>1,058,940</b>             |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 2,367,116</b>      | <b>\$ 2,232,048</b>          |

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The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**Table of Contents****LSI CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share amounts)****(Unaudited)**

|   | <b>Three Months Ended</b> |                      |
|---|---------------------------|----------------------|
|   | <b>April 1, 2012</b>      | <b>April 3, 2011</b> |
| Revenues  | \$ 622,424                | \$ 473,264           |
| Cost of revenues                                      | 335,512                   | 249,090              |
| Gross profit  | 286,912                   | 224,174              |
| Research and development                              | 169,871                   | 142,347              |
| Selling, general and administrative                   | 90,100                    | 68,867               |
| Restructuring of operations and other items, net      | 15,462                    | 2,806                |
| Income from operations                                | 11,479                    | 10,154               |
| Interest income and other, net                        | 14,656                    | 4,288                |
| Income from continuing operations before income taxes | 26,135                    | 14,442               |
| Benefit from income taxes                             | (49,062)                  | (4,104)              |
| Income from continuing operations                     | 75,197                    | 18,546               |
| Loss from discontinued operations, net of taxes       |                           | (8,392)              |
| Net income  | \$ 75,197                 | \$ 10,154            |
| Basic income/(loss) per share:                        |                           |                      |
| Income from continuing operations                     | \$ 0.13                   | \$ 0.03              |
| Loss from discontinued operations                     | \$                        | \$ (0.01)            |
| Net income  | \$ 0.13                   | \$ 0.02              |
| Diluted income/(loss) per share:                      |                           |                      |
| Income from continuing operations                     | \$ 0.13                   | \$ 0.03              |
| Loss from discontinued operations                     | \$                        | \$ (0.01)            |
| Net income  | \$ 0.13                   | \$ 0.02              |
| Shares used in computing per share amounts:           |                           |                      |
| Basic   | 566,709                   | 615,450              |
| Diluted   | 590,556                   | 629,733              |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



**Table of Contents****LSI CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(In thousands)****(Unaudited)**

|  | <b>Three Months Ended</b> |                      |
|--|---------------------------|----------------------|
|  | <b>April 1, 2012</b>      | <b>April 3, 2011</b> |
| Net income   | \$ 75,197                 | \$ 10,154            |
| Other comprehensive income, before tax:  |                           |                      |
| Foreign currency translation adjustments   | 1,447                     | 1,401                |
| Unrealized gain on investments for the period                                      | 692                       | 1,037                |
| Reclassification adjustments for gain on investments included in net income        | (496)                     | (711)                |
| Unrealized gain on investments   | 196                       | 326                  |
| Unrealized gain on derivatives for the period                                      | 640                       | 622                  |
| Reclassification adjustments for loss/(gain) on derivatives included in net income | 673                       | (213)                |
| Unrealized gain on derivatives   | 1,313                     | 409                  |
| Amortization of transition asset, prior service cost and net actuarial loss        | 3,969                     | 1,778                |
| Other comprehensive income before tax  | 6,925                     | 3,914                |
| Income tax expense related to items of other comprehensive income                  |                           |                      |
| Other comprehensive income, net of tax   | 6,925                     | 3,914                |
| Comprehensive income   | \$ 82,122                 | \$ 14,068            |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



**Table of Contents****LSI CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

|   | <b>Three Months Ended</b> |                      |
|---|---------------------------|----------------------|
|   | <b>April 1, 2012</b>      | <b>April 3, 2011</b> |
| <b>Operating activities:</b>  |                           |                      |
| Net income  | \$ 75,197                 | \$ 10,154            |
| <b>Adjustments:</b>   |                           |                      |
| Depreciation and amortization   | 45,368                    | 56,007               |
| Stock-based compensation expense  | 30,834                    | 13,986               |
| Non-cash restructuring of operations and other items, net   | 2,140                     | 10,824               |
| Gain on re-measurement of a pre-acquisition equity interest to fair value   | (5,765)                   |                      |
| Loss/(gain) on sale of property and equipment   | 25                        | (239)                |
| Unrealized foreign exchange loss  | 1,461                     | 1,379                |
| Deferred taxes  | (43,202)                  | (43)                 |
| <b>Changes in assets and liabilities, net of assets acquired and liabilities assumed in business combination:</b> |                           |                      |
| Accounts receivable   | (44,845)                  | 40,471               |
| Inventories   | 3,453                     | (12,651)             |
| Prepaid expenses and other assets   | (2,290)                   | (1,066)              |
| Accounts payable  | 47,119                    | 24,273               |
| Accrued and other liabilities   | (59,270)                  | (35,066)             |
| <b>Net cash provided by operating activities</b>  | <b>50,225</b>             | <b>108,029</b>       |
| <b>Investing activities:</b>  |                           |                      |
| Purchases of debt securities available-for-sale   | (21,263)                  | (15,530)             |
| Proceeds from maturities and sales of debt securities available-for-sale  | 9,506                     | 12,958               |
| Purchases of property and equipment   | (64,982)                  | (21,542)             |
| Proceeds from sale of property and equipment  | 21                        | 310                  |
| Acquisition of SandForce, net of cash acquired  | (319,231)                 |                      |
| <b>Net cash used in investing activities</b>  | <b>(395,949)</b>          | <b>(23,804)</b>      |
| <b>Financing activities:</b>  |                           |                      |
| Issuances of common stock   | 65,274                    | 17,319               |
| Purchase of common stock under repurchase program   | (38,206)                  | (96,791)             |
| <b>Net cash provided by/(used in) financing activities</b>  | <b>27,068</b>             | <b>(79,472)</b>      |
| <b>Effect of exchange rate changes on cash and cash equivalents</b>   | <b>(495)</b>              | <b>(11)</b>          |
| <b>Net change in cash and cash equivalents</b>  | <b>(319,151)</b>          | <b>4,742</b>         |
| <b>Cash and cash equivalents at beginning of period</b>   | <b>779,811</b>            | <b>521,786</b>       |
| <b>Cash and cash equivalents at end of period</b>   | <b>\$ 460,660</b>         | <b>\$ 526,528</b>    |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



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**LSI CORPORATION**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 Basis of Presentation**

For financial reporting purposes, LSI Corporation ( LSI or the Company ) reports on a 13- or 14-week quarter with the year ending December 31. The first quarter of 2012 and 2011 consisted of 13 weeks each and ended on April 1, 2012 and April 3, 2011, respectively. The results of operations for the quarter ended April 1, 2012 are not necessarily indicative of the results to be expected for the full year.

On January 3, 2012, the Company completed the acquisition of SandForce, Inc. ( SandForce ) for total consideration of approximately \$346.4 million, net of cash acquired. SandForce was a provider of flash storage processors for enterprise and client flash solutions and solid state drives. The acquisition was accounted for under the purchase method of accounting. Accordingly, the results of operations of SandForce and the estimated fair value of assets acquired and liabilities assumed were included in the Company s condensed consolidated financial statements from January 3, 2012.

On May 6, 2011, the Company completed the sale of substantially all of its external storage systems business to NetApp, Inc. ( NetApp ). The results of the external storage systems business are presented as discontinued operations in the Company s condensed consolidated statements of operations and, as such, have been excluded from all line items other than Loss from discontinued operations for all periods presented.

The preparation of financial statements in conformity with generally accepted accounting principles ( GAAP ) in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ significantly from these estimates.

In management s opinion, the accompanying unaudited condensed consolidated financial statements contain all normal recurring adjustments necessary for a fair statement of the Company s financial position, results of operations, comprehensive income and cash flows for the interim periods presented. While the Company believes that the disclosures are adequate to make the information not misleading, these financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

**Recent Accounting Pronouncements**

***Pronouncements adopted:***

In May 2011, the Financial Accounting Standards Board ( FASB ) issued additional guidance on fair value measurements and related disclosures. The new guidance clarifies the application of existing guidance on fair value measurement for non-financial assets and requires the disclosure of quantitative information about the unobservable inputs used in a fair value measurement. The Company adopted this guidance in the first quarter of 2012. The adoption did not impact the Company s results of operations or financial position.

In June 2011, the FASB issued amended guidance regarding the presentation of comprehensive income. The amended guidance gives an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amended guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity. The Company adopted this guidance in the first quarter of 2012. The adoption did not impact the Company s results of operations or financial position.

**Note 2 Stock-Based Compensation Expense**

Stock-based compensation expense included in continuing operations, net of estimated forfeitures, related to the Company s stock options, Employee Stock Purchase Plan ( ESPP ) and restricted stock unit awards by expense category was as follows:

**Three Months Ended**

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|  | April 1, 2012  | April 3, 2011 |
|--|----------------|---------------|
|  | (In thousands) |               |
| Cost of revenues                       | \$ 3,512       | \$ 1,813      |
| Research and development               | 12,308         | 6,223         |
| Selling, general and administrative    | 15,014         | 5,631         |
| <br>                                   |                |               |
| Total stock-based compensation expense | \$ 30,834      | \$ 13,667     |

In connection with the SandForce acquisition, the Company assumed stock options and restricted stock units ( RSUs ) originally granted by SandForce. Stock-based compensation expense in the first quarter of 2012 included \$4.5 million of expense related to the accelerated vesting of stock options and RSUs for certain SandForce employees and \$2.4 million related to stock options and RSUs assumed.

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The Company has issued RSUs that will not vest unless specified performance criteria are met. In the first quarter of 2012, the compensation committee of the board of directors authorized additional vesting of performance-based RSUs where the Company's performance had been adversely affected as a result of the flooding that occurred in Thailand in the fourth quarter of 2011 and as a result, vesting levels would have been lower. The Company recognized \$4.4 million of stock-based compensation expense related to the additional vesting. No executive officers were included in the group of employees that received additional vesting. Executive officers hold RSUs, the vesting of which depends on the Company's performance compared to specified peer companies over a three-year period. In the first quarter of 2012, the Company revised its estimate of the number of awards that will ultimately vest based on the Company's latest financial performance. As a result, the Company recognized \$2.4 million of stock-based compensation expense related to the change in estimate.

**Stock Options**

The fair value of each option grant is estimated as of the date of grant using a reduced-form calibrated binomial lattice model (lattice model). The following table summarizes the weighted-average assumptions that the Company applied in the lattice model:

|   | Three Months Ended |               |
|---|--------------------|---------------|
|   | April 1, 2012      | April 3, 2011 |
| Estimated grant date fair value per share | \$ 2.86            | \$ 2.08       |
| Expected life (years)                     | 4.46               | 4.45          |
| Risk-free interest rate                   | 1%                 | 2%            |
| Volatility                                | 47%                | 47%           |

The following table summarizes changes in stock options outstanding:

|  | Number of<br>Shares<br>(In thousands) | Weighted-Average<br>Exercise<br>Price Per Share | Weighted-Average<br>Remaining<br>Contractual<br>Term<br>(In years) | Aggregate<br>Intrinsic<br>Value<br>(In thousands) |
|--|---------------------------------------|---|--|---|
| Options outstanding at December 31, 2011 | 64,245                                | \$ 6.19   |  |   |
| Assumed in SandForce acquisition         | 7,542                                 | \$ 0.75   |  |   |
| Granted                                  | 4,980                                 | \$ 8.51   |  |   |
| Exercised                                | (11,129)                              | \$ 5.87   |  |   |
| Canceled                                 | (1,352)                               | \$ 9.89   |  |   |
| Options outstanding at April 1, 2012     | 64,286                                | \$ 5.71   | 4.27   | \$ 198,711  |
| Options exercisable at April 1, 2012     | 38,200                                | \$ 6.31   | 2.87   | \$ 98,143   |

**Restricted Stock Units**

The cost of service-based and performance-based RSUs is determined using the fair value of the Company's common stock on the date of grant. For performance-based RSUs, the Company also considers the probability that those RSUs will vest.

**Service-based:**

The vesting of service-based RSUs requires that the employees remain employed by the Company for a specified period of time.

The following table summarizes changes in service-based RSUs outstanding:

\$xxxxxxx

\$xxxxxxx

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|  | Number of Units<br>(In thousands) | Weighted-Average<br>Grant Date Fair<br>Value per Share |
|--|-----------------------------------|--|
| Unvested service-based RSUs at December 31, 2011 | 12,085                            | \$ 5.94  |
| Assumed in SandForce acquisition                 | 1,576                             | 6.17   |
| Granted  | 6,438                             | 8.42   |
| Vested   | (2,587)                           | 5.93   |
| Forfeited  | (300)                             | 6.14   |
| Unvested service-based RSUs at April 1, 2012     | 17,212                            | \$ 6.89  |

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As of April 1, 2012, the total unrecognized compensation expense related to the service-based RSUs, net of estimated forfeitures, was \$104.0 million and will be recognized over the next 3.1 years on a weighted-average basis. The total grant date fair value of service-based RSUs granted was \$54.2 million and \$46.4 million for the three months ended April 1, 2012 and April 3, 2011, respectively. The total fair value of the shares that vested was \$22.0 million and \$10.3 million for the three months ended April 1, 2012 and April 3, 2011, respectively.

**Performance-based:**

The vesting of performance-based RSUs is contingent upon the Company meeting specified performance criteria and requires that the employees remain employed by the Company for a specified period of time.

The following table summarizes changes in performance-based RSUs outstanding:

|  | Number of Units<br>(In thousands) | Weighted-Average<br>Grant Date Fair<br>Value per Share |
|--|-----------------------------------|--|
| Unvested performance-based RSUs at December 31, 2011 | 4,729                             | \$ 5.98  |
| Granted  | 2,942                             | 8.53   |
| Vested   | (1,446)                           | 5.85   |
| Forfeited  | (467)                             | 6.23   |
| Unvested performance-based RSUs at April 1, 2012     | 5,758                             | \$ 7.30  |

As of April 1, 2012, the total unrecognized compensation expense related to performance-based RSUs, net of estimated forfeitures, was \$36.3 million and, if the performance conditions are fully met, will be recognized over the next 3 years. The total grant date fair value of performance-based RSUs granted was \$25.1 million and \$26.1 million for the three months ended April 1, 2012 and April 3, 2011, respectively. The total fair value of the shares issued upon the vesting of performance-based RSUs was \$12.3 million and \$6.3 million for the three months ended April 1, 2012 and April 3, 2011, respectively.

A total of 9,117,372 shares of common stock were reserved for future issuance upon exercise of options and RSUs assumed in the SandForce acquisition. Those options and RSUs are included in the preceding tables. The options vest over four years and have ten year terms. The RSUs vest over two to four years.

**Employee Stock Purchase Plan**

Compensation expense for the Company's ESPP is calculated using the fair value of the employees' purchase rights under the Black-Scholes model. Under the ESPP, rights to purchase shares are granted during the second and fourth quarters of each year. No shares related to the ESPP were issued during the three months ended April 1, 2012 or April 3, 2011.

**Note 3 Common Stock Repurchases**

On March 9, 2011, the Company's Board of Directors authorized a stock repurchase program of up to \$750.0 million of the Company's common stock. Repurchases under this program have been funded from the proceeds of the sale of the external storage systems business, available cash and short-term investments. The Company repurchased 4.6 million shares for \$38.2 million during the three months ended April 1, 2012. As of April 1, 2012, \$213.0 million remained available under this stock repurchase program. Repurchased shares are retired immediately after the repurchases are completed. Retirement of repurchased shares is recorded as a reduction of common stock and additional paid-in capital.

**Note 4 Restructuring and Other Items**

The following table summarizes items included in restructuring of operations and other items, net:

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|  | Three Months Ended |               |
|--|--------------------|---------------|
|  | April 1, 2012      | April 3, 2011 |
|  | (In thousands)     |               |
| Lease terminations                                     | \$ 1,634(a)        | \$ 1,688(a)   |
| Employee severance and benefits                        | 431                | 1,643(b)      |
| Total restructuring expense                            | 2,065              | 3,331         |
| Other items, net                                       | 13,397(c)          | (525)         |
| Total restructuring of operations and other items, net | \$ 15,462          | \$ 2,806      |



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- (a) Includes changes in time value, on-going operating expense and changes in estimates incurred from previously vacated facilities.
- (b) Relates to restructuring actions taken during the first quarter of 2011 as the Company continued to streamline operations.
- (c) Primarily consists of \$8.3 million of SandForce acquisition-related costs and \$4.6 million of costs associated with the transition service agreements entered into in connection with the sale of the external storage systems business.

The following table summarizes the significant activity within, and components of, the Company's restructuring obligations:

|                              | Lease<br>Terminations | Employee<br>Severance<br>and<br>Benefits | Total     |
|------------------------------|-----------------------|--|-----------|
| Balance at December 31, 2011 | \$ 11,752             | \$ 10,444                                | \$ 22,196 |
| Expense                      | 1,634                 | 431                                      | 2,065     |
| Utilized                     | (2,564)(a)            | (8,168)(a)                               | (10,732)  |
| Balance at April 1, 2012     | \$ 10,822(b)          | \$ 2,707(b)                              | \$ 13,529 |

- (a) Represents cash payments.
- (b) The balance remaining for lease terminations is expected to be paid during the remaining terms of the leases, which extend through 2013. The balance remaining for employee severance and benefits is expected to be paid by the end of the second quarter of 2012.

**Note 5 Business Combination**

The acquisition made during the three months ended April 1, 2012 is presented below.

**Acquisition of SandForce**

On January 3, 2012, the Company completed the acquisition of SandForce. SandForce was a provider of flash storage processors for enterprise and client flash solutions and solid state drives. This acquisition is expected to enhance LSI's position in storage technology solutions.

Total consideration consisted of the following (in thousands):

|  |            |
|--|------------|
| Cash paid, net of cash acquired                      | \$ 319,231 |
| Fair value of partially vested equity awards         | 19,089     |
| Fair value of LSI's previous investment in SandForce | 8,120      |
| Total  | \$ 346,440 |

In connection with the SandForce acquisition, the Company assumed stock options and RSUs originally granted by SandForce and converted them into LSI stock options and RSUs. The portion of the fair value of partially vested equity awards associated with prior service of SandForce employees represents a component of the total consideration for the SandForce acquisition, as presented above. Stock options assumed were valued using a binomial lattice model calibrated to the exercise behavior of LSI's employees. RSUs were valued based on LSI's stock price as of the acquisition date.

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Prior to the acquisition, the Company held an equity interest in SandForce. The Company determined the fair value by applying the per share value of the contractual cash consideration to the SandForce shares held by the Company immediately prior to the acquisition. The fair value of the Company's pre-acquisition investment in SandForce represents a component of total consideration, as presented above. As a result of re-measuring the pre-acquisition equity interest in SandForce to fair value, the Company recognized a gain of \$5.8 million, which was included in interest income and other, net, for the three month period ended April 1, 2012.

The allocation of the purchase price to SandForce's tangible and identified intangible assets acquired and liabilities assumed was based on their estimated fair values.

The purchase price has been allocated as follows (in thousands):

|                              |                   |
|------------------------------|-------------------|
| Accounts receivable          | \$ 10,711         |
| Inventory                    | 24,268            |
| Identified intangible assets | 172,400           |
| Goodwill                     | 183,461           |
| Net deferred tax liabilities | (43,198)          |
| Other, net                   | (1,202)           |
| <b>Total</b>                 | <b>\$ 346,440</b> |

The goodwill is primarily attributable to the assembled workforce of SandForce and synergies and economies of scale expected from combining the operations of LSI and SandForce. The goodwill recognized is not deductible for tax purposes.

Identified intangible assets were comprised of the following:

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|   | Fair Value<br>(In thousands) | Weighted-<br>Average Life<br>(In years) |
|---|------------------------------|---|
| Current technology  | \$ 73,400                    | 4.0                                     |
| Customer relationships  | 41,700                       | 7.0                                     |
| Order backlog   | 4,500                        | 0.5                                     |
| Trade names   | 1,500                        | 3.0                                     |
| <b>Total identified intangible assets subject to amortization</b> | <b>121,100</b>               | <b>4.9</b>                              |
| In-process research and development                               | 51,300                       |   |
| <b>Total identified intangible assets</b>                         | <b>\$ 172,400</b>            |   |

The allocation of the purchase price to identified intangible assets acquired was based on the Company's best estimate of the fair value of such assets. Fair value for acquired identified intangible assets is determined based on inputs that are unobservable and significant to the overall fair value measurement. As such, acquired intangible assets are classified as Level 3 assets.

The fair value of each of the Company's identified intangible assets was determined using a discounted cash flow methodology. The cash flows for each category of identified intangible assets represent the estimated incremental effect on the Company's cash flows directly attributable to that intangible asset over its estimated remaining life. Estimated cash flows represent expected incremental revenues, net of returns on contributory assets and after considering estimated incremental operating costs and income taxes. Discount rates ranging from 12.9% to 17.9% were used based on the cost of capital, adjusted to reflect the specific risk associated with each of the cash flows.

Current technology represents the fair value of SandForce products that had reached technological feasibility and were a part of its product offering. Customer relationships represent the fair values of the underlying relationships with SandForce's customers.

In-process research and development (IPR&D) represents the fair value of incomplete research and development projects that had not reached technological feasibility as of the date of the acquisition. At the time of acquisition, SandForce had IPR&D related to its next generation flash storage processor (the Griffin project). At April 1, 2012, expected costs to complete the Griffin project are approximately \$28 million through its anticipated completion date in 2013. Total revenues for the Griffin project are expected to extend through 2018. The acquisition date fair value of the Griffin project will be either amortized or impaired depending on whether the project is completed or abandoned.

From January 3, 2012 through April 1, 2012, SandForce contributed approximately \$31.8 million to the Company's revenues. In addition, during the first quarter of 2012, the Company recognized \$8.3 million of acquisition-related costs included in restructuring of operations and other items, net. It is impracticable to determine the effect on net income resulting from the SandForce acquisition for the three months ended April 1, 2012, as the Company immediately integrated SandForce into its ongoing operations. As such, the impact of SandForce is not separable from the Company's consolidated results of operations.

Historical pro forma results giving effect to the acquisition have not been presented because such effect is not material to the prior period financial results.

There were no acquisitions during the three months ended April 3, 2011.

**Note 6 Benefit Obligations**

The Company has pension plans covering substantially all former Agere Systems Inc. (Agere) U.S. employees, excluding management employees hired after June 30, 2003. Retirement benefits are offered under defined benefit pension plans, which include a management plan and a represented plan. The payments under the management plan are based on an adjusted career-average-pay formula or a cash-balance program. The cash-balance program provides for annual company contributions based on a participant's age, compensation and interest on existing balances. It covers employees of certain companies acquired by Agere since 1996 and management employees hired after January 1, 1999 and before July 1, 2003. The payments under the represented plan are based on a dollar-per-month formula. Since February 2009, there have been no active participants under the represented plan. The Company also has a non-qualified supplemental pension plan in the U.S. that principally provides benefits based on compensation in excess of amounts that can be considered under a tax qualified plan. The Company also provides post-retirement life insurance coverage under a group life insurance plan for former Agere employees excluding participants in the cash-balance program and management employees hired after June 30, 2003. The Company also has pension plans covering certain international employees.



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Effective April 6, 2009, the Company froze the U.S. management defined benefit pension plan. Participants in the adjusted career-average-pay program will not earn any future service accruals after that date. Participants in the cash-balance program will not earn any future service accruals, but will continue to earn 4% interest per year on their cash-balance accounts.

The following table summarizes the components of the net periodic benefit cost or credit:

|   | Three Months Ended  |                             |                     |                             |
|---|---------------------|-----------------------------|---------------------|-----------------------------|
|   | April 1, 2012       |                             | April 3, 2011       |                             |
|   | Pension<br>Benefits | Post-retirement<br>Benefits | Pension<br>Benefits | Post-retirement<br>Benefits |
|   | (In thousands)      |                             |                     |                             |
| Service cost  | \$ 109              | \$ 25                       | \$ 134              | \$ 17                       |
| Interest cost   | 15,252              | 650                         | 16,850              | 625                         |
| Expected return on plan assets                          | (17,023)            | (1,050)                     | (16,998)            | (1,032)                     |
| Amortization of prior service cost and transition asset | 4                   |                             | 5                   |                             |
| Amortization of net actuarial loss                      | 3,465               | 500                         | 1,681               | 92                          |
| Total benefit cost/(credit)                             | \$ 1,807            | \$ 125                      | \$ 1,672            | \$ (298)                    |

During the three months ended April 1, 2012, the Company contributed \$11.3 million to its U.S. defined benefit pension plans and \$0.2 million to its non-qualified supplemental pension plan. The Company expects to contribute an additional \$83.6 million to its pension plans during the remainder of 2012. The Company does not expect to contribute to its post-retirement benefit plan in 2012.

**Note 7 Cash Equivalents and Investments**

The following tables summarize the Company's cash equivalents and investments measured at fair value:

|   | \$xxxxxxx                                   | \$xxxxxxx     | \$xxxxxxx | \$xxxxxxx  |
|---|---|---------------|-----------|------------|
|   | Fair Value Measurements as of April 1, 2012 |               |           |            |
|   | Level 1                                     | Level 2       | Level 3   | Total      |
|   | (In thousands)                              |               |           |            |
| Cash equivalents:                               |   |               |           |            |
| Money-market funds                              | \$ 367,076(a)                               | \$            | \$        | \$ 367,076 |
| U.S. government and agency securities           |   | 5,285(b)      |           | 5,285      |
| Total cash equivalents                          | \$ 367,076                                  | \$ 5,285      | \$        | \$ 372,361 |
| Available-for-sale debt securities:             |   |               |           |            |
| Asset-backed and mortgage-backed securities:    |   |               |           |            |
| Agency securities                               | \$  | \$ 103,410(b) | \$        | \$ 103,410 |
| Non-agency securities                           |   | 8,184(b)      |           | 8,184      |
| U.S. government and agency securities           | 9,390(a)                                    | 30,654(b)     |           | 40,044     |
| Corporate debt securities                       |   | 10,776(b)     |           | 10,776     |
| Total short-term investments                    | \$ 9,390                                    | \$ 153,024    | \$        | \$ 162,414 |
| Long-term investments in equity securities:     |   |               |           |            |
| Marketable available-for-sale equity securities | \$ 1,841(c)                                 | \$            | \$        | \$ 1,841   |

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|   | Fair Value Measurements as of December 31, 2011 |                   |           |                   |
|---|---|-------------------|-----------|-------------------|
|   | Level 1   | Level 2           | Level 3   | Total             |
|   | (In thousands)                                  |                   |           |                   |
| Cash equivalents:                               |   |                   |           |                   |
| Money-market funds                              | \$ 674,219(a)                                   | \$                | \$        | \$ 674,219        |
| Available-for-sale debt securities:             |   |                   |           |                   |
| Asset-backed and mortgage-backed securities:    |   |                   |           |                   |
| Agency securities                               | \$  | \$ 97,408(b)      | \$        | \$ 97,408         |
| Non-agency securities                           |   | 9,989(b)          |           | 9,989             |
| U.S. government and agency securities           | 5,403(a)  | 30,572(b)         |           | 35,975            |
| Corporate debt securities                       |   | 12,272(b)         |           | 12,272            |
| <b>Total short-term investments</b>             | <b>\$ 5,403</b>                                 | <b>\$ 150,241</b> | <b>\$</b> | <b>\$ 155,644</b> |
| Long-term investments in equity securities:     |   |                   |           |                   |
| Marketable available-for-sale equity securities | \$ 1,514(c)                                     | \$                | \$        | \$ 1,514          |

(a) The fair value of money-market funds is determined using unadjusted prices in active markets. The fair value of these U.S. government and agency securities is determined using quoted prices in active markets.

(b) These investments are traded less frequently than Level 1 securities and are valued using inputs that include quoted prices for similar assets in active markets and inputs other than quoted prices that are observable for the asset, such as interest rates, yield curves, prepayment speeds, collateral performance, broker/dealer quotes and indices that are observable at commonly quoted intervals.

(c) The fair value of marketable equity securities is determined using quoted market prices in active markets. These amounts are included within other assets in the condensed consolidated balance sheets.

As of April 1, 2012 and December 31, 2011, the aggregate carrying value of the Company's non-marketable securities was \$41.6 million and \$43.9 million, respectively.

Upon the acquisition of SandForce, the Company recognized a gain of \$5.8 million as a result of re-measuring its pre-acquisition equity interest in SandForce to estimated fair value. There were no non-marketable securities fair-valued during the three months ended April 3, 2011. There were no sales of non-marketable securities during the three months ended April 1, 2012 or April 3, 2011.

**Investments in Available-for-Sale Securities**

The following tables summarize the Company's available-for-sale securities:

|   | \$xxxxxxx         | \$xxxxxxx       | \$xxxxxxx       | \$xxxxxxx         |
|---|-------------------|-----------------|-----------------|-------------------|
|   |                   | April 1, 2012   |                 |                   |
|   |                   | Gross           | Gross           |                   |
|   | Amortized         | Unrealized      | Unrealized      | Fair Value        |
|   | Cost              | Gain            | Loss            |                   |
|   | (In thousands)    |                 |                 |                   |
| Short-term debt securities:                 |                   |                 |                 |                   |
| Asset-backed and mortgage-backed securities | \$ 104,656        | \$ 7,383        | \$ (445)        | \$ 111,594        |
| U.S. government and agency securities       | 39,262            | 794             | (12)            | 40,044            |
| Corporate debt securities                   | 10,609            | 168             | (1)             | 10,776            |
| <b>Total short-term debt securities</b>     | <b>\$ 154,527</b> | <b>\$ 8,345</b> | <b>\$ (458)</b> | <b>\$ 162,414</b> |

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|   |                   |                          |                   |                   |
|---|-------------------|--------------------------|-------------------|-------------------|
| Long-term marketable equity securities      | \$ 669            | \$ 1,173                 | \$ (1)            | \$ 1,841          |
|   |                   |                          |                   |                   |
|   |                   | <b>December 31, 2011</b> |                   |                   |
|   |                   | <b>Gross</b>             | <b>Gross</b>      |                   |
|   | <b>Amortized</b>  | <b>Unrealized</b>        | <b>Unrealized</b> |                   |
|   | <b>Cost</b>       | <b>Gain</b>              | <b>Loss</b>       | <b>Fair Value</b> |
|   |                   | <b>(In thousands)</b>    |                   |                   |
| <b>Short-term debt securities:</b>          |                   |                          |                   |                   |
| Asset-backed and mortgage-backed securities | \$ 99,884         | \$ 7,891                 | \$ (378)          | \$ 107,397        |
| U.S. government and agency securities       | 35,179            | 799                      | (3)               | 35,975            |
| Corporate debt securities                   | 12,146            | 153                      | (27)              | 12,272            |
| <b>Total short-term debt securities</b>     | <b>\$ 147,209</b> | <b>\$ 8,843</b>          | <b>\$ (408)</b>   | <b>\$ 155,644</b> |
| Long-term marketable equity securities      | \$ 669            | \$ 846                   | \$ (1)            | \$ 1,514          |

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As of April 1, 2012, there were 73 investments in an unrealized loss position. The following tables summarize the gross unrealized losses and fair values of the Company's short-term investments that have been in a continuous unrealized loss position for less than and greater than 12 months, aggregated by investment category:

|   | \$XXXXXXXX                        | \$XXXXXXXX        | \$XXXXXXXX                           | \$XXXXXXXX        |
|---|-----------------------------------|-------------------|--------------------------------------|-------------------|
|   | April 1, 2012                     |                   |                                      |                   |
|   | Less than 12 Months<br>Fair Value | Unrealized Losses | Greater than 12 Months<br>Fair Value | Unrealized Losses |
|   | (In thousands)                    |                   |                                      |                   |
| Asset-backed and mortgage-backed securities | \$ 17,274                         | \$ (380)          | \$ 1,406                             | \$ (65)           |
| U.S. government and agency securities       | 10,092                            | (12)              |                                      |                   |
| Corporate debt securities                   | 202                               | (1)               | 502                                  |                   |
| Total                                       | \$ 27,568                         | \$ (393)          | \$ 1,908                             | \$ (65)           |

|   | \$XXXXXXXX                        | \$XXXXXXXX        | \$XXXXXXXX                           | \$XXXXXXXX        |
|---|-----------------------------------|-------------------|--------------------------------------|-------------------|
|   | December 31, 2011                 |                   |                                      |                   |
|   | Less than 12 Months<br>Fair Value | Unrealized Losses | Greater than 12 Months<br>Fair Value | Unrealized Losses |
|   | (In thousands)                    |                   |                                      |                   |
| Asset-backed and mortgage-backed securities | \$ 10,645                         | \$ (286)          | \$ 1,301                             | \$ (92)           |
| U.S. government and agency securities       | 3,872                             | (3)               |                                      |                   |
| Corporate debt securities                   | 2,375                             | (27)              | 505                                  |                   |
| Total                                       | \$ 16,892                         | \$ (316)          | \$ 1,806                             | \$ (92)           |

There were no impairment charges for marketable securities for the three months ended April 1, 2012 or April 3, 2011. Net realized gains on sales of available-for-sale securities were not material for the three months ended April 1, 2012 and April 3, 2011.

Contractual maturities of available-for-sale debt securities as of April 1, 2012 were as follows:

|                     | Available-For-Sale<br>Debt Securities<br>(In thousands) |
|---------------------|---|
| Due within one year | \$ 14,724   |
| Due in 1-5 years    | 38,896  |
| Due in 5-10 years   | 12,173  |
| Due after 10 years  | 96,621  |
| Total               | \$ 162,414  |

The maturities of asset-backed and mortgage-backed securities were allocated based on contractual principal maturities assuming no prepayments.

**Note 8 Supplemental Financial Information****Inventories**



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|                   | April 1,<br>2012 | December 31,<br>2011 |
|-------------------|------------------|----------------------|
|                   | (In thousands)   |                      |
| Raw materials     | \$ 147           | \$ 236               |
| Work-in-process   | 74,068           | 78,886               |
| Finished goods    | 126,635          | 100,913              |
| Total inventories | \$ 200,850       | \$ 180,035           |

**Goodwill**

The following table summarizes goodwill activity for the first quarter of 2012:

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|                                       | <b>Goodwill</b>   |
|---------------------------------------|-------------------|
| Balance as of December 31, 2011       | \$ 72,377         |
| Addition due to SandForce acquisition | 183,461           |
| <b>Balance as of April 1, 2012</b>    | <b>\$ 255,838</b> |

There was no impairment charge for goodwill during the first quarters of 2012 or 2011. The accumulated impairment loss as of April 1, 2012 was \$2.4 billion.

**Accumulated Other Comprehensive Loss**

The following tables present the components of, and the changes in, accumulated other comprehensive loss, net of taxes:

|   | <b>Balance at<br/>December 31, 2011</b> | <b>Other<br/>Comprehensive<br/>Income<br/>(In thousands)</b> | <b>Balance at<br/>April 1, 2012</b> |
|---|---|--|-------------------------------------|
| Accumulated net foreign currency translation adjustments        | \$ 42,138                               | \$ 1,447   | \$ 43,585                           |
| Accumulated net unrealized gain on investments                  | 5,942                                   | 196  | 6,138                               |
| Accumulated net unrealized loss on derivatives                  | (2,551)                                 | 1,313  | (1,238)                             |
| Accumulated actuarial loss on pension and post-retirement plans | (578,757)                               | 3,969  | (574,788)                           |
| <b>Total accumulated other comprehensive loss</b>               | <b>\$ (533,228)</b>                     | <b>\$ 6,925</b>  | <b>\$ (526,303)</b>                 |

There was no tax effect on any item of other comprehensive income for the quarters ended April 1, 2012 and April 3, 2011.

**Reconciliation of Basic and Diluted Shares**

The following table provides a reconciliation of basic and diluted shares:

|   | <b>Three Months Ended</b> |                      |
|---|---------------------------|----------------------|
|   | <b>April 1, 2012</b>      | <b>April 3, 2011</b> |
|   | <b>(In thousands)</b>     |                      |
| Basic shares  | 566,709                   | 615,450              |
| Dilutive effect of stock options, employee stock purchase rights and restricted stock unit awards | 23,847                    | 14,283               |
| <b>Diluted shares</b>   | <b>590,556</b>            | <b>629,733</b>       |

The weighted-average common share equivalents that were excluded from the computation of diluted shares because their inclusion would have had an anti-dilutive effect on net income per share were as follows:

|                              | <b>Three Months Ended</b> |                      |
|------------------------------|---------------------------|----------------------|
|                              | <b>April 1, 2012</b>      | <b>April 3, 2011</b> |
|                              | <b>(In thousands)</b>     |                      |
| Anti-dilutive securities:    |                           |                      |
| Stock options                | 15,929                    | 48,331               |
| Restricted stock unit awards | 4,710                     | 16,217               |

**Note 9 Derivative Instruments**

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The Company has foreign subsidiaries that operate and sell the Company's products in various markets around the world. As a result, the Company is exposed to changes in foreign-currency exchange rates. The Company utilizes forward contracts to manage its exposure associated with net asset and liability positions denominated in non-functional currencies and to reduce the volatility of earnings and cash flows related to forecasted foreign-currency transactions. The Company does not hold derivative financial instruments for speculative or trading purposes.

**Table of Contents****Cash-Flow Hedges**

The Company enters into forward contracts that are designated as foreign-currency cash-flow hedges of selected forecasted payments denominated in currencies other than U.S. dollars. These forward contracts generally mature within twelve months. The Company evaluates and calculates the effectiveness of each hedge at least quarterly. Changes in fair value attributable to changes in time value are excluded from the assessment of effectiveness and are recognized in interest income and other, net. The effective portion of the forward contracts' gain or loss is recorded in other comprehensive income and, when the hedged expense is recognized, is subsequently reclassified into earnings within the same line item in the statements of operations as the impact of the hedged transaction. The ineffective portion of the gain or loss is reported in earnings immediately. As of April 1, 2012 and December 31, 2011, the total notional value of the Company's outstanding forward contracts, designated as foreign-currency cash-flow hedges, was \$37.0 million and \$36.9 million, respectively.

**Other Foreign-Currency Hedges**

The Company enters into foreign-exchange forward contracts that are used to hedge certain foreign-currency-denominated assets or liabilities and that do not qualify for hedge accounting. These forward contracts generally mature within three months. Changes in the fair value of these forward contracts are recorded immediately in earnings to offset the changes in fair value of the assets or liabilities being hedged. As of April 1, 2012 and December 31, 2011, the total notional value of the Company's outstanding forward contracts, not designated as hedges under hedge accounting, was \$32.1 million and \$37.6 million, respectively. For the three months ended April 1, 2012 and April 3, 2011, gains of \$1.1 million and \$1.8 million, respectively, on other foreign-currency hedges were recognized in interest income and other, net. These amounts were substantially offset by the losses on the underlying foreign-currency-denominated assets or liabilities.

**Fair Value of Derivative Instruments**

As of April 1, 2012 and December 31, 2011, the total fair value of derivative assets was \$0.1 million, and was recorded in prepaid expenses and other current assets in the condensed consolidated balance sheets. As of April 1, 2012 and December 31, 2011, the total fair value of derivative liabilities was \$1.3 million and \$3.0 million, respectively, and was recorded in other accrued liabilities in the condensed consolidated balance sheets.

**Note 10 Segment, Geographic and Product Information**

The Company operates in one reportable segment – the Semiconductor segment.

The Company's chief executive officer is the chief operating decision maker ( CODM ). The Company's CODM bears ultimate responsibility for, and is actively engaged in, the allocation of resources and the evaluation of the Company's operating and financial results.

**Information about Geographic Areas**

The following table summarizes the Company's revenues by geography based on the ordering location of the customer. Because the Company sells its products primarily to other sellers of technology products and not to end users, the information in the table below may not accurately reflect geographic end-user demand for its products.

|                            | <b>Three Months Ended</b> |                      |
|----------------------------|---------------------------|----------------------|
|                            | <b>April 1, 2012</b>      | <b>April 3, 2011</b> |
|                            | <b>(In thousands)</b>     |                      |
| North America*             | \$ 158,969                | \$ 120,918           |
| Asia                       | 414,022                   | 302,658              |
| Europe and the Middle East | 49,433                    | 49,688               |
| Total                      | \$ 622,424                | \$ 473,264           |

\* Primarily the United States.

**Information about Product Groups**

The following table presents the Company's revenues by product groups:

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|                     | Three Months Ended |               |
|---------------------|--------------------|---------------|
|                     | April 1, 2012      | April 3, 2011 |
|                     | (In thousands)     |               |
| Storage products    | \$ 488,469         | \$ 336,387    |
| Networking products | 107,022            | 112,000       |
| Other               | 26,933             | 24,877        |
| Total               | \$ 622,424         | \$ 473,264    |

**Note 11 Income Taxes**

The Company recorded income tax benefits of \$49.1 million and \$4.1 million for the three months ended April 1, 2012 and April 3, 2011, respectively.

The income tax benefit for the three months ended April 1, 2012 included a tax benefit of \$43.2 million due to the release of valuation allowance resulting from the net deferred tax liabilities recorded as part of the SandForce purchase price allocation. The income tax benefit for the three months ended April 1, 2012 also included a reversal of \$10.2 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$5.2 million and interest and penalties of \$5.0 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

The income tax benefit for the three months ended April 3, 2011 included a reversal of \$8.2 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$4.8 million and interest and penalties of \$3.4 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

The Company computes its tax provision using an estimated annual tax rate. The Company excludes certain loss jurisdictions from the computation of the estimated annual rate when no benefit can be realized on those losses. With the exception of certain foreign jurisdictions, the Company believes it is not more likely than not that the future benefit of the deferred tax assets will be realized.

As of April 1, 2012, the Company had \$174.3 million of unrecognized tax benefits, for which the Company is unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease in the next 12 months. Such changes could occur based on the normal expiration of statutes of limitations or the possible conclusion of ongoing tax audits in various jurisdictions around the world. If those events occur within the next 12 months, the Company estimates that the unrecognized tax benefits, plus accrued interest and penalties, could decrease by up to \$16.8 million.

**Note 12 Related Party Transactions**

A member of the Company's board of directors is also a member of the board of directors of Seagate Technology (Seagate). The Company sells semiconductors used in storage product applications to Seagate for prices comparable to those charged to an unrelated third party. Revenues from sales by the Company to Seagate were \$207.0 million and \$98.6 million for the three months ended April 1, 2012 and April 3, 2011, respectively. The Company had accounts receivable from Seagate of \$141.9 million and \$90.3 million as of April 1, 2012 and December 31, 2011, respectively.

The Company has an equity interest in a joint venture, Silicon Manufacturing Partners Pte Ltd. (SMP), with GLOBALFOUNDRIES, a manufacturing foundry for integrated circuits. SMP operates an integrated circuit manufacturing facility in Singapore. The Company owns a 51% equity interest in this joint venture and accounts for its ownership position under the equity method of accounting. The Company is effectively precluded from unilaterally taking any significant action in the management of SMP due to GLOBALFOUNDRIES' significant participatory rights under the joint venture agreement. Because of GLOBALFOUNDRIES' approval rights, the Company cannot make any significant decisions regarding SMP without GLOBALFOUNDRIES' approval, despite the 51% equity interest. In addition, the General Manager, who is responsible for the day-to-day management of SMP, is appointed by GLOBALFOUNDRIES, and GLOBALFOUNDRIES provides day-to-day operational support to SMP.

The Company purchased \$12.2 million and \$10.8 million of inventory from SMP during the three months ended April 1, 2012 and April 3, 2011, respectively. As of April 1, 2012 and December 31, 2011, the amounts payable to SMP were \$14.7 million and \$5.0 million, respectively.

**Note 13 Commitments, Contingencies and Legal Matters**

**Purchase Commitments**

The Company maintains purchase commitments with certain suppliers, primarily for raw materials and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time horizon as mutually agreed upon between the parties. This forecasted time horizon can vary for different suppliers. As of April 1, 2012, the Company had purchase commitments of \$449.0 million, which are due through 2016.

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The Company has a take-or-pay agreement with SMP under which it has agreed to purchase 51% of the managed wafer capacity from SMP's integrated circuit manufacturing facility, and GLOBALFOUNDRIES has agreed to purchase the remaining managed wafer capacity. SMP determines its managed wafer capacity each year based on forecasts provided by the Company and GLOBALFOUNDRIES. If the Company fails to purchase its required commitments, it will be required to pay SMP for the fixed costs associated with the unpurchased wafers. GLOBALFOUNDRIES is similarly obligated with respect to the wafers allotted to it. The agreement may be terminated by either party upon two years written notice. The agreement may also be terminated for material breach, bankruptcy or insolvency.

**Guarantees****Product Warranties:**

The following table sets forth a summary of changes in product warranties:

|   | <b>Accrued Warranties<br/>(In thousands)</b> |
|---|--|
| Balance as of December 31, 2011                                       | \$ 6,334                                     |
| Accruals for warranties issued during the period                      | 808  |
| Adjustments to pre-existing accruals (including changes in estimates) | (29)   |
| Warranty liabilities assumed in SandForce acquisition                 | 426  |
| Settlements made during the period (in cash or in kind)               | (786)  |
| Balance as of April 1, 2012   | \$ 6,753                                     |

**Standby Letters of Credit:**

The Company had outstanding obligations relating to standby letters of credit of \$3.5 million as of April 1, 2012 and as of December 31, 2011. Standby letters of credit are financial guarantees provided by third parties for leases, customs and certain self-insured risks. If the guarantees are called, the Company must reimburse the provider of the guarantee. The fair value of the letters of credit approximates the contract amounts. The standby letters of credit generally renew annually.

**Indemnifications**

The Company is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party. These obligations arise primarily in connection with sales contracts, license agreements or agreements for the sale of assets, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of warranties, representations and covenants related to such matters as title to assets sold, validity of certain intellectual property rights, non-infringement of third-party rights, and certain income tax-related matters. In each of these circumstances, payment by the Company is typically subject to the other party making a claim to and cooperating with the Company pursuant to the procedures specified in the particular contract. This usually allows the Company to challenge the other party's claims or, in case of breach of intellectual property representations or covenants, to control the defense or settlement of any third-party claims brought against the other party. Further, the Company's obligations under these agreements may be limited in terms of activity (typically to replace or correct the products or terminate the agreement with a refund to the other party), duration and/or amounts. In some instances, the Company may have recourse against third parties covering certain payments made by the Company.

**Legal Matters**

On December 6, 2006, Sony Ericsson Mobile Communications USA Inc. ( Sony Ericsson ) filed a lawsuit against Agere in Wake County Superior Court in North Carolina, alleging unfair and deceptive trade practices, fraud and negligent misrepresentation in connection with Agere's engagement with Sony Ericsson to develop a wireless data card for personal computers. The complaint claimed an unspecified amount of damages and sought compensatory damages, treble damages and attorneys' fees. In August, 2007, the case was dismissed for improper venue. On October 22, 2007, Sony Ericsson filed a lawsuit in the Supreme Court of the State of New York, New York County against LSI, raising substantially the same allegations and seeking substantially the same relief as the North Carolina proceeding. In January 2010, Sony Ericsson amended its complaint by adding claims for fraudulent concealment and gross negligence. On September 10, 2010, LSI filed a motion for summary judgment. On August 4, 2011, the court granted LSI's motion and ordered the dismissal of all of Sony Ericsson's claims. Sony Ericsson has appealed this decision. The Company is unable to estimate the possible loss or range of loss, if any, that may be incurred with respect to this



matter.

On March 23, 2007, CIF Licensing, LLC, d/b/a GE Licensing ( GE ) filed a lawsuit against Agere in the United States District Court for the District of Delaware, asserting that Agere products infringe patents in a portfolio of patents GE acquired from Motorola. GE has asserted that four of the patents cover inventions relating to modems. GE is seeking monetary damages. Agere believes it has a number of defenses to the infringement claims in this action, including laches, exhaustion and its belief that it has a license to the patents. The court postponed hearing motions based on these defenses until after the trial, and did not allow Agere to present evidence on these defenses at trial. On February 17, 2009, the jury in this case returned a verdict finding that three of the four patents were

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invalid and that Agere products infringed the one patent found to be valid and awarding GE \$7.6 million for infringement of that patent. The jury also found Agere's infringement was willful, which means that the judge could increase the amount of damages up to three times its original amount. The court has not scheduled hearings on Agere's post-trial motions related to its defenses. One of these motions seeks to have a mis-trial declared based on Agere's belief that GE withheld evidence in discovery, which affected Agere's ability to present evidence at trial. On October 6, 2010, a special master appointed by the court determined that GE's actions were not wrongful and that the evidence withheld by GE was not material to the jury's findings. Agere is challenging this determination. If the jury's verdict is entered by the court, Agere would also expect to be required to pay interest from the date of infringing sales. If the verdict is entered, Agere intends to appeal the matter. On February 17, 2010, the court issued an order granting GE's summary judgment motions seeking to bar Agere's defenses of laches, exhaustion, and license and denying Agere's summary judgment motions concerning the same defenses. On July 30, 2010, the court held that one of the patents found invalid by the jury was valid. The court also held that the February 17, 2010 order was not inconsistent with its previous ruling that Agere would be permitted to renew its laches, licensing, and exhaustion defenses, and that Agere has not been precluded from asserting them post-trial. The Company is unable to estimate the possible loss or range of loss, if any, that may be incurred with respect to this matter.

On December 1, 2010, Rambus Inc. (Rambus) filed a lawsuit against LSI in the United States District Court for the Northern District of California alleging that LSI products infringe one or more of 19 Rambus patents. These products contain either DDR-type memory controllers or certain high-speed SerDes peripheral interfaces, such as PCI Express interfaces and certain SATA and SAS interfaces. Rambus is seeking unspecified monetary damages, treble damages and costs, expenses and attorneys' fees due to alleged willfulness, interest and permanent injunctive relief in this action. In addition, on December 1, 2010, Rambus filed an action with the International Trade Commission (ITC) against LSI and five of its customers alleging that LSI products infringe six of the 19 patents in the California case. Rambus also named five other companies and a number of their customers in the ITC action. Rambus is seeking an exclusionary order against LSI and its customers in the ITC action, which, if granted, would preclude LSI and its customers from selling these products in the U.S. The ITC held a hearing on the matter in October 2011. On March 2, 2012, an administrative law judge found that LSI infringed Rambus' patents; however, the judge also found the patents invalid or unenforceable or both, and accordingly, found no violation of section 337 of the 1930 Tariff Act. On May 3, 2012, the ITC determined to review in the entirety the administrative law judge's finding of no violation. The Company is unable to estimate the possible loss or range of loss, if any, that may be incurred with respect to these proceedings.

In addition to the foregoing, the Company and its subsidiaries are parties to other litigation matters and claims in the normal course of business. The Company does not believe, based on currently available facts and circumstances, that the final outcome of these other matters, taken individually or as a whole, will have a material adverse effect on the Company's consolidated results of operations or financial position. However, the pending unsettled lawsuits may involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources to defend. From time to time, the Company may enter into confidential discussions regarding the potential settlement of such lawsuits. However, there can be no assurance that any such discussions will occur or will result in a settlement. Moreover, the settlement of any pending litigation could require the Company to incur substantial costs and, in the case of the settlement of any intellectual property proceeding against the Company, may require the Company to obtain a license to a third-party's intellectual property that could require royalty payments in the future and the Company to grant a license to certain of its intellectual property to a third party under a cross-license agreement. The results of litigation are inherently uncertain, and material adverse outcomes are possible.

The Company has not provided accruals for any legal matters in its financial statements as potential losses for such matters are not considered probable and reasonably estimable. However, because such matters are subject to many uncertainties, the ultimate outcomes are not predictable, and there can be no assurances that the actual amounts required to satisfy alleged liabilities from the matters described above will not have a material adverse effect on its consolidated results of operations, financial position or cash flows.

**Note 14 Discontinued Operations**

On May 6, 2011, the Company completed the sale of substantially all of its external storage systems business to NetApp for \$480.0 million in cash. The strategic decision to exit the external storage systems business was based on the Company's expectation that long-term shareholder value could be maximized by becoming a pure-play semiconductor company. Under the terms of the agreement, NetApp purchased substantially all the assets of the Company's external storage systems business, which developed and delivered external storage systems products and technology to a wide range of partners who provide storage solutions to end customers. As part of the transaction, the Company is providing transitional services to NetApp for a period of up to 18 months. The purpose of these services is to provide short-term assistance to the buyer in assuming the operations of the purchased business.

Following is selected financial information included in loss from discontinued operations:

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|                                   | Three Months Ended |               |
|-----------------------------------|--------------------|---------------|
|                                   | April 1, 2012      | April 3, 2011 |
|                                   | (In thousands)     |               |
| Revenues                          | \$                 | \$ 155,690    |
| Loss before income taxes          | \$                 | \$ (7,910)    |
| Provision for income taxes        |                    | 482           |
| Loss from discontinued operations | \$                 | \$ (8,392)    |

In the quarter ended April 3, 2011, the Company recognized \$23.8 million of restructuring expense as the Company terminated employees, closed several office locations, terminated certain contracts, discontinued various development projects and wrote-off intangible assets and software due to the cancellation of development programs in connection with the exit of the external storage systems business.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This management's discussion and analysis should be read in conjunction with the other sections of this Form 10-Q, including Part I, Item 1. Financial Statements.*

Where more than one significant factor contributed to changes in results from year to year, we have quantified these factors throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where practicable and material to understanding the discussion.

**OVERVIEW**

We design, develop and market complex, high-performance storage and networking semiconductors. We offer a broad portfolio of capabilities including custom and standard product integrated circuits that are used in hard disk drives, solid state drives, high-speed communications systems, computer servers, storage systems and personal computers. We deliver our products to our customers as stand-alone integrated circuits as well as incorporated onto circuit boards that offer additional functionality. We also license other entities to use our intellectual property.

Our products are sold primarily to original equipment manufacturer, or OEM, companies in the server, storage and networking industries. We also sell our products through a network of resellers and distributors.

On January 3, 2012, we acquired SandForce for total consideration of approximately \$346.4 million, net of cash acquired. SandForce was a provider of flash storage processors for enterprise and client flash solutions and solid state drives. This acquisition is expected to enhance LSI's position in storage technology solutions.

On May 6, 2011, we sold our external storage systems business for \$480.0 million in cash. That business sold external storage systems, primarily to OEMs, who resold these products to end customers under their own brand name. We have reflected the external storage systems business as discontinued operations in our condensed consolidated statements of operations and, as such, the results of that business have been excluded from all line items other than Loss from discontinued operations for all periods presented. We believe that, as a result of this sale, we are seeing increasing interest in our products from other external storage systems OEMs who previously were reluctant to buy our products because they viewed us as a competitor.

We derive the majority of our revenue from sales of products for the hard disk drive, server and networking equipment end markets. We believe that these markets offer us attractive opportunities because of the growing demand to create, store, manage and move digital content. We believe that this growth is occurring as a result of a number of trends, including:

The increasing popularity of mobile devices such as smart phones and media tablets, and the increasing use of the internet for streaming media, such as videos and music, which together are driving the need for more network capacity;

Consumer and business demand for hard disks to store increasing amounts of digital data, including music, video, pictures and medical and other business records; and

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Enterprises refreshing their data centers to provide higher levels of business support and analytics, which drives demand for new servers and storage systems and associated equipment.

Our revenues depend on market demand for these types of products and our ability to compete in highly competitive markets. We face competition not only from makers of products similar to ours, but also from competing technologies.

During the first quarter of 2012, we reported revenue of \$622.4 million, compared to \$473.3 million for the first quarter of 2011, and net income of \$75.2 million, or \$0.13 per diluted share, compared to \$10.2 million, or \$0.02 per diluted share, for the first quarter of 2011.

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On March 9, 2011, our Board of Directors authorized a stock repurchase program of up to \$750.0 million of our common stock. During the three months ended April 1, 2012, we repurchased 4.6 million shares for \$38.2 million under this program.

We ended the first quarter of 2012 with cash and cash equivalents, together with short-term investments, of \$623.1 million, a decline from \$935.5 million at the end of 2011, primarily attributable to the cash we used for the acquisition of SandForce.

In 2011, Thailand experienced significant flooding, which adversely affected the operations of various technology companies, particularly those involved in the hard disk drive industry. We have a supplier in Thailand that performs assembly and test functions for our semiconductor products and that supplier's facility was affected by flooding. As a result of the flooding, our ability to supply system-on-a-chip and pre-amplifier products to hard disk drive customers, as well as the operations of some hard disk drive customers and their other suppliers, were constrained in the fourth quarter of 2011. In the first quarter of 2012, our operations and those of many of our customers recovered significantly. We currently believe that we can meet anticipated demand for our products from hard disk drive customers.

The prices of certain commodities used in the production of semiconductors have increased in recent periods, adversely affecting our gross margins. For example, we use gold in the production of semiconductors and the market price of gold increased significantly in the second half of 2011 and remained at elevated levels through the first quarter of 2012. We do not currently enter into hedging transactions to manage our exposure to changes in the prices of gold or other commodities, although we may choose to do so in the future. Further increases in commodity costs or sustained increased prices may continue to have an adverse impact on our gross margins.

As we look forward into the remainder of 2012, we are focused on a number of key objectives, including:

Successfully completing the integration of SandForce into our business;

Carefully managing our production of semiconductors for hard disk drives as that industry continues to recover from the flooding in Thailand;

Successfully delivering products to customers to support share gains and new product ramps we anticipate;

Improving our gross margins and controlling operating expenses to drive improved financial performance;

Meeting or exceeding our development, product quality and delivery commitments to our customers;

Identifying attractive opportunities for future products, particularly in areas that are adjacent to technologies where we have strong capabilities;

Developing leading-edge new technologies; and

Developing the skills of our workforce.

**RESULTS OF OPERATIONS**

**Revenues**

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|          | Three Months Ended |               |
|----------|--------------------|---------------|
|          | April<br>1, 2012   | April 3, 2011 |
|          | (In millions)      |               |
| Revenues | \$ 622.4           | \$ 473.3      |

Revenues increased by \$149.1 million, or 31.5%, for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. The increase was primarily attributable to increased unit sales of semiconductors used in storage applications, such as hard disk drives as part of the recovery from the Thailand flood in late 2011 and the ramping of new products to existing customers. The increase was also due to a \$31.8 million increase in sales of semiconductors used in flash storage processors as a result of the acquisition of SandForce.

**Significant Customers:**

The following table provides information about sales to Seagate, which was our only customer that accounted for 10% or more of our consolidated revenues:

|                              | Three Months Ended |               |
|------------------------------|--------------------|---------------|
|                              | April 1, 2012      | April 3, 2011 |
| Percentage of revenues       | 33%                | 21%           |
| <b>Revenues by Geography</b> |                    |               |

The following table summarizes our revenues by geography based on the ordering location of the customer. Because we sell our products primarily to other sellers of technology products and not to end users, the information in the table below may not accurately reflect geographic end-user demand for our products.

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|                            | Three Months Ended |               |
|----------------------------|--------------------|---------------|
|                            | April 1, 2012      | April 3, 2011 |
|                            | (In millions)      |               |
| North America*             | \$ 159.0           | \$ 120.9      |
| Asia                       | 414.0              | 302.7         |
| Europe and the Middle East | 49.4               | 49.7          |
| Total                      | \$ 622.4           | \$ 473.3      |

\* Primarily the United States.

Revenues in North America and Asia increased by \$38.1 million, or 31.5%, and \$111.3 million, or 36.8%, respectively for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. These increases were primarily attributable to increased unit sales of semiconductors used in storage product applications.

**Revenues by Product Groups**

The following table presents our revenues by product groups:

|                     | Three Months Ended |               |
|---------------------|--------------------|---------------|
|                     | April 1, 2012      | April 3, 2011 |
|                     | (In millions)      |               |
| Storage products    | \$ 488.5           | \$ 336.4      |
| Networking products | 107.0              | 112.0         |
| Other               | 26.9               | 24.9          |
| Total               | \$ 622.4           | \$ 473.3      |

Revenues from storage products increased by \$152.1 million, or 45.2%, for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. The increase was primarily attributable to increased unit sales of semiconductors used in hard disk drives as part of the recovery from the Thailand flood in late 2011 and the ramping of new products to existing customers. The increase was also due a \$31.8 million increase in sales of semiconductors used in flash storage processors as a result of the acquisition of SandForce.

Revenues from networking products decreased by \$5.0 million, or 4.5%, for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. The decrease was primarily due to a decrease in unit sales of semiconductors used in older networking product applications.

Other revenues result primarily from the licensing of our intellectual property.

**Gross Profit Margin**

|                        | Three Months Ended    |               |
|------------------------|-----------------------|---------------|
|                        | April 1, 2012         | April 3, 2011 |
|                        | (Dollars in millions) |               |
| Gross profit margin    | \$ 286.9              | \$ 224.2      |
| Percentage of revenues | 46.1%                 | 47.4%         |

Gross profit margin as a percentage of revenues decreased for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. The decrease was primarily attributable to a 2.3% adverse effect on gross profit margin resulting from fair valuing inventories acquired from SandForce and higher commodity costs used in our products, partially offset by a decrease in amortization of identified intangible assets and higher overall absorption of fixed costs as a result of a 31.5% increase in revenues.

**Research and Development**

|                          | <b>Three Months Ended</b>    |                      |
|--------------------------|------------------------------|----------------------|
|                          | <b>April 1, 2012</b>         | <b>April 3, 2011</b> |
|                          | <b>(Dollars in millions)</b> |                      |
| Research and development | \$ 169.9                     | \$ 142.3             |
| Percentage of revenues   | 27.3%                        | 30.1%                |



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R&D expense increased by \$27.6 million, or 19.4%, for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. The increase was primarily attributable to higher compensation-related expense primarily as a result of headcount additions from the acquisition of SandForce, higher stock-based compensation expense as a result of the modification of performance-based restricted stock units granted to certain non-executive employees in 2011 and options and restricted stock units assumed in the acquisition of SandForce, higher performance-based compensation expense as a result of improved financial performance, and increased information technology related costs for R&D projects. As a percentage of revenues, R&D expense declined from 30.1% in the first quarter of 2011 to 27.3% in the first quarter of 2012 as a result of higher revenues for the first quarter of 2012 as compared to the same period of 2011.

**Selling, General and Administrative**

|                                     | Three Months Ended    |               |
|-------------------------------------|-----------------------|---------------|
|                                     | April 1, 2012         | April 3, 2011 |
|                                     | (Dollars in millions) |               |
| Selling, general and administrative | \$ 90.1               | \$ 68.9       |
| Percentage of revenues              | 14.5%                 | 14.6%         |

SG&A expense increased by \$21.2 million, or 30.8%, for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. The increase was primarily due to higher stock-based compensation expense as a result of the acquisition of SandForce including a \$4.5 million charge related to accelerated vesting of stock options and restricted stock units for certain SandForce employees and a \$2.3 million charge related to a change in estimate for performance-based restricted stock units granted to certain executives, higher compensation-related expense primarily as a result of headcount additions to support revenue growth and from the acquisition of SandForce, and higher performance-based compensation expense as a result of improved financial performance. As a percentage of revenues, SG&A expense remained relatively flat in the first quarter of 2012 compared to the first quarter of 2011 as the impact of higher revenues was offset by increased SG&A expense.

**Restructuring of Operations and Other Items, net**

The following table summarizes items included in restructuring of operations and other items, net:

|  | Three Months Ended |               |
|--|--------------------|---------------|
|  | April 1, 2012      | April 3, 2011 |
|  | (In millions)      |               |
| Lease terminations                                     | \$ 1.6(a)          | \$ 1.7(a)     |
| Employee severance and benefits                        | 0.5                | 1.6(b)        |
| Total restructuring expense                            | 2.1                | 3.3           |
| Other items, net                                       | 13.4(c)            | (0.5)         |
| Total restructuring of operations and other items, net | \$ 15.5            | \$ 2.8        |

(a) Includes changes in time value, on-going operating expenses and changes in estimates incurred from previously vacated facilities.

(b) Relates to restructuring actions taken during the first quarter of 2011 as we continued to streamline operations.

(c) Primarily consists of \$8.3 million of SandForce acquisition-related costs and \$4.6 million of costs associated with the transition service agreements entered into in connection with the sale of the external storage systems business.

**Interest Income and Other, net**

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The following table summarizes components of interest income and other, net:

|                   | Three Months Ended |               |
|-------------------|--------------------|---------------|
|                   | April 1, 2012      | April 3, 2011 |
|                   | (In millions)      |               |
| Interest income   | \$ 1.6             | \$ 3.4        |
| Other income, net | 13.1               | 0.9           |
| <b>Total</b>      | <b>\$ 14.7</b>     | <b>\$ 4.3</b> |

Interest income decreased by \$1.8 million for the three months ended April 1, 2012 as compared to the three months ended April 3, 2011. The decrease was primarily due to the absence of interest income in 2012 on a note we received in connection with the sale of a business in 2007. The decrease was also attributable to lower interest rates in the first quarter of 2012 as compared to the same period in 2011.

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Other income, net, for the three months ended April 1, 2012 primarily included a \$5.8 million gain as a result of re-measuring our pre-acquisition equity interest in SandForce to estimated fair value and \$4.5 million of income for services provided under the transition service agreements entered into in connection with the sale of the external storage systems business.

**Benefit from Income Taxes**

We recorded income tax benefits of \$49.1 million and \$4.1 million for the three months ended April 1, 2012 and April 3, 2011, respectively.

The income tax benefit for the three months ended April 1, 2012 included a tax benefit of approximately \$43.2 million due to the release of valuation allowance resulting from the net deferred tax liabilities recorded as part of the SandForce purchase price allocation. The income tax benefit for the three months ended April 1, 2012 also included a reversal of \$10.2 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$5.2 million and interest and penalties of \$5.0 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

The income tax benefit for the three months ended April 3, 2011 included a reversal of \$8.2 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$4.8 million and interest and penalties of \$3.4 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

We compute our tax provision using an estimated annual tax rate. We exclude certain loss jurisdictions from the computation of the estimated annual rate when no benefit can be realized on those losses. With the exception of certain foreign jurisdictions, we believe it is not more likely than not that the future benefit of the deferred tax assets will be realized.

**Discontinued Operations**

Following is selected financial information included in loss from discontinued operations:

|                                   | <b>Three Months Ended</b> |                      |
|-----------------------------------|---------------------------|----------------------|
|                                   | <b>April 1, 2012</b>      | <b>April 3, 2011</b> |
|                                   | <b>(In millions)</b>      |                      |
| Revenues                          | \$                        | \$ 155.7             |
| Loss before income taxes          | \$                        | \$ (7.9)             |
| Provision for income taxes        |                           | 0.5                  |
| Loss from discontinued operations | \$                        | \$ (8.4)             |

In the quarter ended April 3, 2011, we recognized \$23.8 million of restructuring expense as we terminated employees, closed several office locations, terminated certain contracts, discontinued various development projects and wrote off intangible assets and software due to the cancellation of development programs in connection with the exit of the external storage systems business.

**FINANCIAL CONDITION, CAPITAL RESOURCES AND LIQUIDITY**

Cash, cash equivalents and short-term investments are our primary source of liquidity. We believe that our existing liquid resources and cash generated from operations will be adequate to meet our operating and capital requirements and other obligations for more than the next 12 months. We may, however, find it desirable to obtain additional debt or equity financing. Such financing may not be available to us at all or on acceptable terms if we determine that it would be desirable to obtain additional financing.

Cash, cash equivalents and short-term investments decreased to \$623.1 million as of April 1, 2012 from \$935.5 million as of December 31, 2011. The decrease was mainly due to \$319.2 million of cash used in connection with the acquisition of SandForce and cash outflows for other investing activities, offset in part by cash inflows generated from operating activities and financing activities, as described below.

**Working Capital**

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Working capital decreased by \$243.7 million to \$718.1 million as of April 1, 2012 from \$961.8 million as of December 31, 2011. The decrease was primarily attributable to the following:

Cash, cash equivalents and short-term investments decreased by \$312.4 million primarily due to the use of \$319.2 million in connection with the acquisition of SandForce in January 2012, the use of \$65.0 million for purchases of property and equipment and the use of \$38.2 million to repurchase our common stock, offset in part by net cash provided by operating activities of \$50.2 million; and

Accounts payable increased by \$47.1 million primarily due to an increase in inventory purchases to support new product introductions and expected increases in product demand in future quarters, and to a lesser extent, due to the normal timing of invoice receipts and payments.

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These decreases in working capital were offset in part by the following:

Accounts receivable increased by \$55.6 million primarily as a result of increased revenues in the first quarter of 2012 as compared to the fourth quarter of 2011;

Other accrued liabilities decreased by \$32.7 million primarily due to the utilization of restructuring reserves, payments of taxes and decreases in other accruals related to our operations;

Inventories increased by \$20.8 million as a result of increased inventory purchases to support new product introductions and expected increases in product demand in future quarters; and

Accrued salaries, wages and benefits decreased by \$5.0 million primarily as a result of the timing of payments for salaries, benefits and performance-based compensation.

Working capital increased by \$164.7 million to \$943.9 million as of April 3, 2011 from \$779.2 million as of December 31, 2010. The increase was primarily attributable to the following:

Assets held for sale increased by \$235.8 million primarily as assets of the external storage systems business were classified to assets held for sale;

Accrued salaries, wages and benefits decreased by \$22.1 million primarily as a result of timing differences in the payment of salaries, benefits and performance-based compensation; and

Cash, cash equivalents and short-term investments increased by \$5.6 million primarily due to net cash provided by operating activities of \$108.0 million, offset in part by the use of \$96.8 million to repurchase our common stock.

These increases in working capital were offset in part by the following:

Accounts receivable decreased by \$40.5 million primarily as a result of an improvement in collections;

Inventories decreased by \$31.7 million primarily as a result of the reclassification of the external storage systems business inventory to assets held for sale, offset in part by an increase in inventory purchases primarily due to new product introductions and to support product demand;

Accounts payable increased by \$24.9 million primarily due to the normal timing of invoice receipts and payments and increased levels of inventory purchases to support product demand; and

Prepaid expenses and other current assets decreased by \$4.9 million primarily as a result of decreases in prepaid software maintenance and other receivables.

**Cash Provided by Operating Activities**

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During the three months ended April 1, 2012, we generated \$50.2 million of cash from operating activities as a result of the following:

Net income adjusted for non-cash items and other non-operating adjustments, which are quantified in our condensed consolidated statements of cash flows included in Item 1;

Offset in part by a net decrease of \$55.8 million in assets and liabilities, including changes in working capital components, from December 31, 2011 to April 1, 2012, as discussed above.

During the three months ended April 3, 2011, we generated \$108.0 million of cash from operating activities as a result of the following:

Net income adjusted for non-cash items and other non-operating adjustments, which are quantified in our condensed consolidated statements of cash flows included in Item 1; and

A net increase of \$16.0 million in assets and liabilities, including changes in working capital components, from December 31, 2010 to April 3, 2011, as discussed above.

### **Cash Used in Investing Activities**

Cash used in investing activities for the three months ended April 1, 2012 was \$395.9 million. The primary investing activities during the first quarter of 2012 were the following:

Acquisition of SandForce, net of cash acquired, for \$319.2 million;

Purchases of property and equipment, net of proceeds from sales, totaling \$65.0 million including \$45.5 million for an office building that we intend to be our new headquarters; and

Purchases of available-for-sale debt securities, net of proceeds from maturities and sales, of \$11.7 million.

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Cash used in investing activities for the three months ended April 3, 2011 was \$23.8 million. The investing activities during the first quarter of 2011 were the following:

Purchases of property and equipment, net of proceeds from sales, totaling \$21.2 million; and

Purchases of available-for-sale debt securities, net of proceeds from maturities and sales, of \$2.6 million.

We expect capital expenditures to be approximately \$125.0 million in 2012. In recent years, we have reduced our level of capital expenditures as a result of our focus on establishing strategic supplier alliances with foundry semiconductor manufacturers and with third-party assembly and test operations, which enables us to have access to advanced manufacturing capacity while reducing our capital spending requirements.

**Cash Provided by/(Used in) Financing Activities**

Cash provided by financing activities for the three months ended April 1, 2012 was \$27.1 million. Cash received from financing activities during the first quarter of 2012 was \$65.3 million from issuances of common stock under our employee stock plans, offset in part by the use of \$38.2 million to repurchase our common stock. On March 9, 2011, our Board of Directors authorized a stock repurchase program of up to \$750.0 million of our common stock. As of April 1, 2012, \$213.0 million remained available under this stock repurchase program.

Cash used in financing activities for the three months ended April 3, 2011 was \$79.5 million. The financing activities during the first quarter of 2011 were the use of \$96.8 million to repurchase our common stock, offset in part by proceeds of \$17.3 million from issuances of common stock under our employee stock plans.

We do not currently pay any cash dividends to our stockholders.

**CONTRACTUAL OBLIGATIONS**

The following table summarizes our contractual obligations as of April 1, 2012:

|                             | Less Than 1 Year | 1-3 Years      | Payments Due by Period |               | Other          | Total           |
|-----------------------------|------------------|----------------|------------------------|---------------|----------------|-----------------|
|                             |                  |                | 4-5 Years              | After 5 Years |                |                 |
|                             | (In millions)    |                |                        |               |                |                 |
| Operating lease obligations | \$ 41.5          | \$ 42.1        | \$ 7.0                 | \$ 0.8        | \$             | \$ 91.4         |
| Purchase commitments        | 408.9            | 26.7           | 13.4                   |               |                | 449.0           |
| Pension contributions       | 83.6             | *              | *                      | *             | *              | 83.6            |
| Uncertain tax positions     |                  |                |                        |               | 87.7**         | 87.7            |
| <b>Total</b>                | <b>\$ 534.0</b>  | <b>\$ 68.8</b> | <b>\$ 20.4</b>         | <b>\$ 0.8</b> | <b>\$ 87.7</b> | <b>\$ 711.7</b> |

\* We have pension plans covering substantially all former Agere U.S. employees, excluding management employees hired after June 30, 2003. We also have pension plans covering certain international employees. Although additional future contributions will be required, the amount and timing of these contributions will be affected by actuarial assumptions, the actual rate of return on plan assets, the level of market interest rates, and the amount of voluntary contributions to the plans. The amount shown in the table represents our planned contributions to our pension plans during the remainder of 2012. Because any contributions for 2013 and later will depend on the value of the plan assets in the future and thus are uncertain, we have not included any amounts for 2013 and beyond in the above table.

\*\* This amount represents the non-current tax payable obligation. We are unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur.

**Operating Lease Obligations**

We lease real estate and certain non-manufacturing equipment under non-cancellable operating leases. We also include non-cancellable obligations under certain software licensing arrangements in this category.

**Purchase Commitments**

We maintain purchase commitments with certain suppliers, primarily for raw materials and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time horizon as mutually agreed upon between the parties. This forecasted time horizon can vary for different suppliers.

**Uncertain Tax Positions**

As of April 1, 2012, we had \$174.3 million of unrecognized tax benefits, for which we are unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease in the next 12 months. Such changes could occur based on the normal expiration of statutes of



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limitations or the possible conclusion of ongoing tax audits in various jurisdictions around the world. If those events occur within the next 12 months, we estimate that the unrecognized tax benefits, plus accrued interest and penalties, could decrease by up to \$16.8 million.

### **Standby Letters of Credit**

We had outstanding obligations relating to standby letters of credit of \$3.5 million as of April 1, 2012 and as of December 31, 2011. Standby letters of credit are financial guarantees provided by third parties for leases, customs and certain self-insured risks. If the guarantees are called, we must reimburse the provider of the guarantee. The fair value of the letters of credit approximates the contract amounts. The standby letters of credit generally renew annually.

### **CRITICAL ACCOUNTING POLICIES**

There have been no significant changes in our critical accounting estimates or significant accounting policies during the three months ended April 1, 2012 as compared to the discussion in Part II, Item 7 and in Note 2 to our financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2011.

### **RECENT ACCOUNTING PRONOUNCEMENTS**

The information contained in Note 1 to our financial statements in Item 1 under the heading *Recent Accounting Pronouncements* is incorporated by reference into this Item 2.

### **Item 3. *Quantitative and Qualitative Disclosures about Market Risk***

There have been no significant changes in the market risk disclosures during the three months ended April 1, 2012 as compared to the discussion in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2011.

### **Item 4. *Controls and Procedures***

*Evaluation of Disclosure Controls and Procedures:* The Securities and Exchange Commission defines the term *disclosure controls and procedures* to mean a company's controls and other procedures that are designed to ensure that information required to be disclosed in the reports that it files or furnishes under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required or necessary disclosures. Our chief executive officer and chief financial officer have concluded, based on the evaluation of the effectiveness of the disclosure controls and procedures by our management with the participation of our chief executive officer and chief financial officer, as of the end of the period covered by this report, that our disclosure controls and procedures were effective for this purpose.

*Changes in Internal Control:* During the first quarter of 2012, we did not make any change in our internal control over financial reporting that materially affected or is reasonably likely to materially affect our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. *Legal Proceedings***

This information is included under the caption "Legal Matters" in Note 13 to our financial statements in Item 1 of Part I.

**Item 1A. *Risk Factors***

Set forth below are risks and uncertainties, many of which are discussed in greater detail in our Annual Report on Form 10-K for the year ended December 31, 2011, that, if they were to occur, could materially adversely affect our business or could cause our actual results to differ materially from the results contemplated by the forward-looking statements in this report and other public statements we make:

**We depend on a small number of customers. The loss of, or a significant reduction in revenue from, any of these customers would harm our results of operations.**

**We operate in intensely competitive markets, and our failure to compete effectively would harm our results of operations.**

**Customer orders and ordering patterns can change quickly, making it difficult for us to predict our revenues and making it possible that our actual revenues may vary materially from our expectations, which could harm our results of operations and stock price.**

**We depend on outside suppliers to manufacture, assemble, package and test our products; accordingly, any failure to secure and maintain sufficient manufacturing capacity at attractive prices or to maintain the quality of our products could harm our business and results of operations.**

**Failure to qualify our semiconductor products or our suppliers' manufacturing lines with key customers could harm our business and results of operations.**

**If we fail to keep pace with technological advances, or if we pursue technologies that do not become commercially accepted, customers may not buy our products and our results of operations may be harmed.**

**Any defects in our products could harm our reputation, customer relationships and results of operations.**

**Our pension plans are underfunded, and may require significant future contributions, which could have an adverse impact on our business.**

**We may be subject to intellectual property infringement claims and litigation, which could cause us to incur significant expenses or prevent us from selling our products.**

**If we are unable to protect or assert our intellectual property rights, our business and results of operations may be harmed.**

**Increases in the price of commodities used in the production of our products or lack of availability of these materials could negatively impact our operating results.**

**We are exposed to legal, business, political and economic risks associated with our international operations.**

**We use indirect channels of product distribution over which we have limited control.**

**We may engage in acquisitions and strategic alliances, which may not be successful and could harm our business and operating results.**

**The semiconductor industry is highly cyclical, which may cause our operating results to fluctuate.**

**Our failure to attract, retain and motivate key employees could harm our business.**

**Our operations and our suppliers' operations are subject to natural disasters and other events outside of our control that may disrupt our business and harm our operating results.**

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Laws and regulations to which we are subject, as well as customer requirements in the area of environmental protection and social responsibility, could impose substantial costs on us and may adversely affect our business.

Our blank check preferred stock and Delaware law contain provisions that may inhibit potential acquisition bids, which may harm our stock price, discourage merger offers or prevent changes in our management.

Class action litigation due to stock price volatility or other factors could cause us to incur substantial costs and divert our management's attention and resources.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table contains information about the repurchases of our common stock during the quarter ended April 1, 2012.

**Issuer Purchases of Equity Securities**

| Period                         | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Dollar Value of Shares that May Yet Be Purchased Under the Programs |
|--------------------------------|----------------------------------|------------------------------|--|---|
| January 1 - January 31, 2012   |                                  | \$                           |  | \$ 251,213,843  |
| February 1 - February 29, 2012 | 3,356,725                        | \$ 8.19                      | 3,356,725  | \$ 223,706,725  |
| March 1 - April 1, 2012        | 1,244,623                        | \$ 8.60                      | 1,244,623  | \$ 213,007,356  |
| Total                          | 4,601,348                        | \$ 8.30                      | 4,601,348  |   |

On March 9, 2011, our Board of Directors authorized the repurchase of up to \$750 million of our common stock. The repurchases reported in the table above were made pursuant to this authorization.

**Item 6. Exhibits**

See the Exhibit Index, which follows the signature page to this report.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LSI CORPORATION  
(Registrant)

Date: May 10, 2012

By /s/ Bryon Look  
Bryon Look  
Executive Vice President, Chief Financial Officer  
and Chief Administrative Officer

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**EXHIBIT INDEX**

|         |   |
|---------|---|
| 31.1    | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) |
| 31.2    | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) |
| 32.1    | Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350 |
| 32.2    | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350 |
| 101.INS | XBRL instance document  |
| 101.SCH | XBRL taxonomy extension schema document                             |
| 101.CAL | XBRL taxonomy extension calculation linkbase document               |
| 101.DEF | XBRL taxonomy extension definition linkbase document                |
| 101.LAB | XBRL taxonomy extension label linkbase document                     |
| 101.PRE | XBRL taxonomy extension presentation linkbase document              |